



The David J. Joseph Company

May 31, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
12th Street and Constitution Ave., NW
Washington, DC 20423

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement dated as of April 29, 1996 between the following parties:

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Assignee: ICX Corporation
300 Summit Park Drive, Suite 200
Cleveland, Ohio 44131

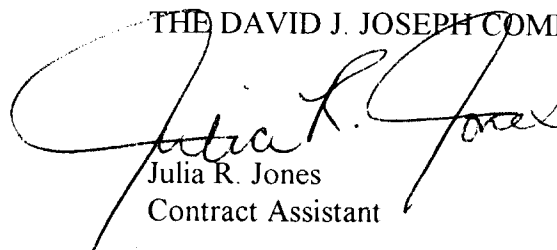
Please see Schedule I attached hereto for the Equipment involved in this transaction.

The lease to which this document is connected is recorded under Recordation No. 19914.

Please file this agreement as a secondary document. The amount of \$21 00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

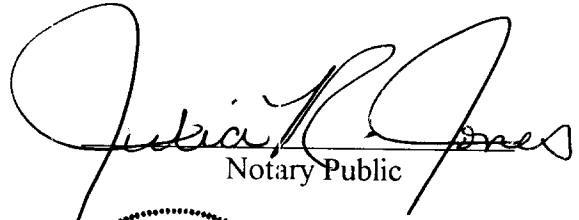


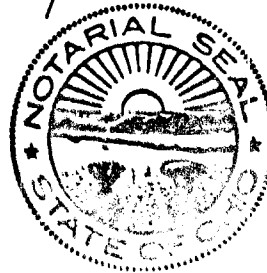
Julia R. Jones
Contract Assistant

Enclosures

CERTIFICATE

The undersigned, Julia Jones, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.


Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 22, 2000

19914-B

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Assignment and Assumption Agreement for sixty (60) railcars ("Assignment Agreement") made and entered into as of April 29, 1996, by and between The David J. Joseph Company, a Delaware corporation ("Assignor") and ICX Corporation, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated April 1, 1996, between Assignor as Lessor and BP America, Inc. as Lessee (the "Lease") for sixty (60) railcars bearing the railroad reporting markings set forth on Exhibit A of such Lease and Schedule I hereto.

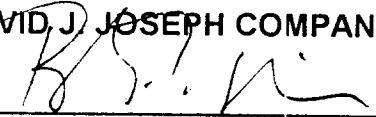
2. This Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Signed and acknowledged
in the presence of:

Linda M. Baughman
Jo Ann Brems

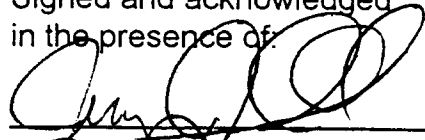
THE DAVID J. JOSEPH COMPANY

By: 

Name: Douglas F. McMillan

Title: Vice President

Signed and acknowledged
in the presence of:


Donna Lucas

ICX CORPORATION

By: 

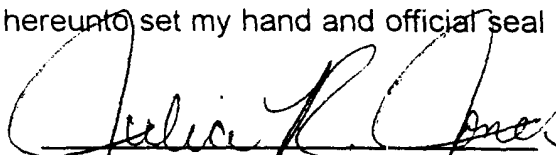
Name: MICHAEL R. BABBITT
SENIOR VICE PRESIDENT

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

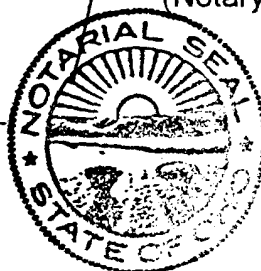
On this 29th day of April, 1996, before me the subscriber, Julia R. Jones, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within names Douglas F. McMillan to me personally known, who stated and acknowledged that he is the Vice President of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 29th day of April, 1996.


(Notary Signature)

My commission expires:

2-27-2000



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

On this 30th day of April, 1996, before me the subscriber, Deborah J. Cook, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Michael R. Babbie to me personally known, who stated and acknowledged that he is the 3d. Vice President of ICX Corporation, an Ohio corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30th day of April, 1996.

Deborah J. Cook
(Notary Signature)

DEBORAH J. COOK
NOTARY PUBLIC, STATE OF OHIO
Recorded in Cuyahoga County
My commission expires ~~95~~ Comm. Expires Jan. 14, 1998

SCHEDULE I

DESCRIPTION OF EQUIPMENT

Sixty (60) railcars bearing reporting marks:

SOCX 472022	SOCX 472974	SOCX 474881	SOCX 476355	SOCX 478184
SOCX 472140	SOCX 473001	SOCX 475046	SOCX 476597	SOCX 478201
SOCX 472221	SOCX 473104	SOCX 475139	SOCX 476613	SOCX 478232
SOCX 472361	SOCX 473550	SOCX 475255	SOCX 476638	SOCX 478590
SOCX 472409	SOCX 473626	SOCX 475304	SOCX 476688	
SOCX 472429	SOCX 473671	SOCX 475564	SOCX 476799	
SOCX 472485	SOCX 473708	SOCX 475611	SOCX 476812	
SOCX 472575	SOCX 473803	SOCX 475632	SOCX 476995	
SOCX 472707	SOCX 474153	SOCX 475654	SOCX 477268	
SOCX 472904	SOCX 474209	SOCX 475696	SOCX 477536	
SOCX 472910	SOCX 474272	SOCX 475878	SOCX 477570	
SOCX 472932	SOCX 474558	SOCX 476000	SOCX 477596	
SOCX 472948	SOCX 474658	SOCX 476126	SOCX 477711	
SOCX 472970	SOCX 474696	SOCX 476206	SOCX 477787	